

**VILLAGE BOARD
OF THE
VILLAGE OF FONTANA-ON-GENEVA LAKE, WISCONSIN**

October 18, 2010

Resolution No. 10-18-10-01

**An Initial Resolution Authorizing
the Sale and Issuance of
General Obligation Refunding Bonds,
and Certain Related Details**

Recitals

The Village Board (the “**Governing Body**”) of the Village of Fontana-on-Geneva Lake, Wisconsin (the “**Village**”) makes the following findings and determinations:

1. The Village is in need of funds for public purposes including, but not limited to, financing: (i) the current refunding of a portion of the outstanding principal amount of the Village’s \$3,534,545 State Trust Fund Loan, dated July 13, 2009, and (ii) the advance refunding of the outstanding principal amount of the \$5,090,000 Community Development Authority of the Village of Fontana, Wisconsin Redevelopment Lease Revenue Bonds, Series 2005, dated June 7, 2005 (collectively, the “**Refunding**”).
2. The Village intends to issue general obligation refunding bonds, pursuant to the provisions of Chapter 67 of the Wisconsin Statutes, to finance the costs of the Refunding.

Resolutions

The Governing Body resolves as follows:

Section 1. Initial Resolution Authorizing the Issuance of Bonds.

Under and by virtue of the provisions of Chapter 67 of the Wisconsin Statutes, the Village shall issue its negotiable general obligation refunding bonds in an aggregate principal amount not to exceed \$6,370,000 (the “**Bonds**”) to finance the costs of the Refunding; *provided, however*, that the Bonds shall be sold and issued in whole or in part from time to time in such amount or amounts as shall be within the limits provided by law.

Section 2. Authorization of Sale of Bonds.

The Bonds shall be sold to a purchaser to be determined by the Governing Body (the “**Purchaser**”).

Section 3. Preparation of Official Statement and Notice of Sale.

The Village President and the Clerk (in consultation with the Village's Financial Advisor, Ehlers & Associates, Inc.) are each hereby authorized to cause an offering document for the Bonds (the "**Official Statement**") to be prepared and distributed to any banks, underwriters, investment houses or the like deemed to be advisable and, if appropriate, to enclose therewith copies of a "Notice of Sale" and a "Bid Form". The Village President and the Clerk are hereby authorized, on behalf of the Village (i) to approve the form of Official Statement (which approval authorizes the Official Statement to be deemed final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1)), and (ii) to supply copies thereof to the Purchaser upon request.

Section 4. Bids for Bonds.

If applicable, written bids for the sale of the Bonds shall be received by the Village on the date fixed in the Notice of Sale, on which date such bids shall be publicly opened and read. The Governing Body reserves the right in its discretion, without cause, to waive any informality in any bid, to reject any or all bids without cause, and to reject any bid which it determines to have failed to comply with the terms of the Notice of Sale for the Bonds.

Section 5. Further Actions.

The Governing Body shall adopt a resolution to award the sale of the Bonds to the Purchaser, approve the purchase contract of the Purchaser (the "**Purchase Agreement**"), fix the interest rate or rates on the Bonds in accordance with the Purchase Agreement, provide for the form of the Bonds, set forth any early redemption provisions, levy taxes to pay the principal of and interest on the Bonds as required by law, designate a fiscal agent for the Bonds, and take such further action as may be necessary or expedient to provide for the preparation, execution, issuance, delivery, payment, and cancellation of the Bonds.

Section 6. Severability of Invalid Provisions.

In case any one or more of the provisions of this resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this resolution.

Section 7. Authorization to Act.

The officers of the Village, attorneys for the Village, or other agents or employees of the Village are hereby authorized to do all acts and things required of them by this resolution for the full, punctual, and complete performance of all of the provisions of this resolution.

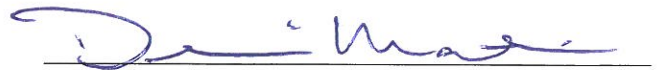
Section 8. Prior Actions Superseded.

All prior resolutions, rules, ordinances, or other actions, or parts thereof, of the Governing Body in conflict with the provisions of this resolution shall be, and the same are hereby, rescinded insofar as they may so conflict.

Section 9. Effective Date.

This resolution shall take effect upon its adoption and approval in the manner provided by law.

Adopted: October 18, 2010


Village President
Clerk

CERTIFICATIONS BY CLERK

I, Dennis Martin, hereby certify that I am the duly qualified and acting Clerk of the Village of Fontana-on-Geneva Lake, Wisconsin (the “**Village**”), and as such I have in my possession, or have access to, the complete corporate records of the Village and of its Village Board (the “**Governing Body**”) and that attached hereto is a true, correct, and complete copy of the resolution (the “**Resolution**”) entitled:

An Initial Resolution Authorizing the Sale and Issuance of General Obligation Refunding Bonds, and Certain Related Details


I do hereby further certify as follows:

1. **Meeting Date.** On October 18, 2010, a meeting of the Governing Body was held commencing at 6:30 p.m.
2. **Posting.** On October 15, 2010 (and not less than 24 hours prior to the meeting), I posted or caused to be posted at the Village’s offices in Fontana-on-Geneva Lake, Wisconsin, a notice setting forth the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting.
3. **Notification of Media.** On October 15, 2010 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Village, if any.
4. **Open Meeting Law Compliance.** Said meeting was a regular meeting of the Governing Body that was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.
5. **Members Present.** Said meeting was duly called to order by the Village President (the “**Presiding Officer**”), who chaired the meeting. Upon roll I noted and recorded that there were 5 members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.
6. **Consideration of and Roll Call Vote on Resolution.** Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body that interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon roll call, 5 of the Governing Body members voted Aye, 0 voted Nay, and 0 Abstained.

7. **Adoption of Resolution.** The Resolution was supported by the affirmative vote of a majority of a quorum of the members of the Governing Body in attendance. The Presiding Officer then declared that the Resolution was adopted, and I recorded the adoption of the Resolution.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Village, if any, hereto on October 18, 2010.

[Seal]


Clerk